

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE VIVENDI UNIVERSAL, S.A.
SECURITIES LITIGATION

MASTER DOCKET
02 CV 5571 (RJH/HBP)

This Document Relates to:

ANDRA AP-FONDEN,

08 CV 0117 (RJH/HBP)

Plaintiff,

-against-

VIVENDI, S.A., JEAN-MARIE MESSIER
and GUILLAUME HANNEZO,

Defendants.

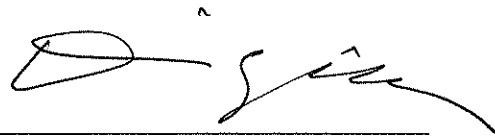
DECLARATION OF PROOF OF SERVICE

Diane Zilka hereby declares under penalty of perjury that the following is true and correct:

1. I am an attorney with the law firm of Grant & Eisenhofer P.A., Co-Counsel for Plaintiff in this action. I submit this Declaration as proof of service of the Complaint on defendant Vivendi, S.A.

2. Annexed hereto as Exhibit 1 is a true and correct copy of a letter dated March 3, 2008 from Michael T. Reynolds, Esquire of Cravath, Swaine & Moore LLP, counsel to Vivendi, S.A., accepting service of the Complaint on behalf of Vivendi, S.A..

Done at Wilmington, Delaware this 11th day of April, 2008.



Diane Zilka (DZ-9452)

EXHIBIT 1



485 Lexington Avenue
New York, NY 10017
Tel: 646-722-8500 • Fax: 646-722-8501

Grant & Eisenhofer P.A.

Chase Manhattan Centre
1201 North Market Street
Wilmington, DE 19801
Tel: 302-622-7000 • Fax: 302-622-7100
www.gelaw.com

1920 L Street, N.W., Suite 400
Washington, DC 20036
Tel: 202-783-6091 • Fax: 202-350-5908

Direct Dial: (302) 622-7095
dzilka@gelaw.com

March 3, 2008

BY OVERNIGHT MAIL

Michael T. Reynolds, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019

Re: **Andra AP-fonden v. Vivendi, S.A., et al.**
08-cv-0117 (RJH)

Dear Michael:

With respect to the above-referenced action, enclosed are a summons to Vivendi, the complaint, Judge Holwell's Individual Rules and the United States District Court for the Southern District of New York's Third Amended Instructions for Filing an Electronic Case or Appeal, Procedures for Electronic Case Filing and Guidelines for Electronic Case Filing.

Your signature below indicates your agreement that you acknowledge that Vivendi S.A. was served with a summons and complaint in the above-referenced action. On behalf of Vivendi S.A., you represent that Vivendi S.A. will not assert defenses to, or seek dismissal of, the above-referenced action on the grounds of any defect in the summons or in the method or effectuation of service of process.

Plaintiff in the above-referenced action understands and agrees that Vivendi S.A. retains all other defenses, affirmative defenses, and objections to the above-referenced actions including, without limitation, to the jurisdiction of the court over Vivendi S.A. or the subject matter of the above-referenced action or to the venue of the court.



Michael T. Reynolds, Esquire
March 3, 2008
Page 2

This agreement is expressly limited to the above-referenced action. Nothing in this agreement in any way relates to any other actions already filed or that will or may be filed against Vivendi S.A.

Very truly yours,


Diane Zilka

ACCEPTED AND AGREED TO:
CRAVATH, SWAINE & MOORE LLP

By: 

Michael T. Reynolds, Esquire

Worldwide Plaza
825 Eighth Avenue
New York, NY 10019

Counsel for defendant Vivendi, S.A.